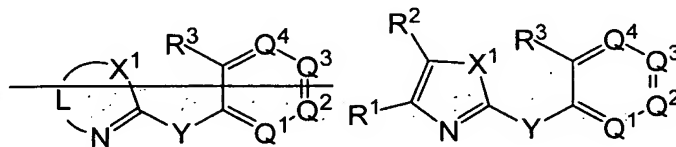


Pending Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

Claim 1. (currently amended) A compound having the structure:



or any pharmaceutically-acceptable salt thereof, wherein:

~~L is $C(R^1)-C(R^2)$ or $C(R^2)-C(R^1)$;~~

Q^1 is $C(R^5)$;

Q^2 is $C(R^6)$;

Q^3 is $C(R^7)$;

Q^4 is $C(R^6)$;

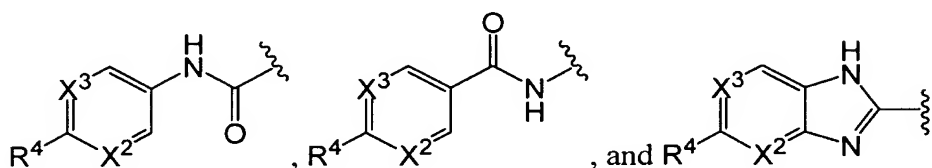
X^1 is NH, S, S=O, S(=O)₂ or O;

X^2 is $C(R^8)$;

X^3 is $C(R^9)$;

Y is NH, $C(R^{10})(R^{11})$, or $C(=O)$;

R^1 is selected from



R^2 is H, C₁₋₂alkyl, -CF₃, -NH₂, -OH, -OCH₃, F, Cl or Br;

R^3 is halo, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(H)C₁₋₄alkyl, -N(C₁₋₄alkyl)C₁₋₄alkyl or -OC₁₋₄alkyl;

R^4 is Br, I, C₂₋₆alkyl, C₁₋₄haloalkyl, -C(=O)R^b, ~~OR^b~~, -(C₁₋₄haloalkyl)OH, -N(C₁₋₂alkyl)C₁₋₂alkyl or -CN; wherein if Y is CH₂ and R^3 and R^5 are both Cl, then R^4 is other than isopropyl;

R^5 is, independently in each instance, H, halo, C₁₋₆alkyl, C₁₋₄haloalkyl, -N(H)C₁₋₄alkyl, -N(C₁₋₄alkyl)C₁₋₄alkyl or -OC₁₋₄alkyl;

R^6 is, independently in each instance, H, F, C_{1-6} alkyl, C_{1-4} haloalkyl, $-N(R^a)R^a$, $-OR^a$, $-S(=O)_2N(R^a)R^a$, $-C(=O)N(R^a)R^a$, or $-N(R^a)C(=O)R^b$;

R^7 is H, F, C_{1-6} alkyl, C_{1-4} haloalkyl, $-N(R^a)R^a$, $-OR^a$, $-S(=O)_2N(R^a)R^a$, $-C(=O)N(R^a)R^a$, or $-N(R^a)C(=O)R^b$;

R^8 is H, halo, C_{1-6} alkyl, C_{1-4} haloalkyl, $-N(H)C_{1-4}$ alkyl, $-N(C_{1-4}$ alkyl) C_{1-4} alkyl or $-OC_{1-4}$ alkyl;

R^9 is H, halo, C_{1-6} alkyl, C_{1-4} haloalkyl, $-N(H)C_{1-4}$ alkyl, $-N(C_{1-4}$ alkyl) C_{1-4} alkyl or $-OC_{1-4}$ alkyl;

R^{10} is H, F, C_{1-6} alkyl, C_{1-4} haloalkyl, $-N(R^a)R^a$, or $-OR^a$;

R^{11} is H, F, C_{1-6} alkyl, C_{1-4} haloalkyl, $-N(R^a)R^a$, or $-OR^a$;

R^a is, independently at each instance, H or C_{1-6} alkyl; and

R^b is, independently at each instance, C_{1-6} alkyl.

Claims 2-5 (cancelled)

Claim 6. (previously submitted) A pharmaceutical composition comprising a compound according to Claim 1 and a pharmaceutically-acceptable diluent or carrier.

Claim 7. (cancelled)

Claim 8. (previously submitted) A compound according to Claim 1, wherein X^1 is NH.

Claim 9. (previously submitted) A compound according to Claim 1, wherein X^1 is S.

Claim 10. (previously submitted) A compound according to Claim 1, wherein X^1 is O.

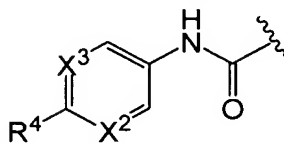
Claim 11-13. (cancelled)

Claim 14. (previously submitted) A compound according to Claim 1, wherein Y is NH.

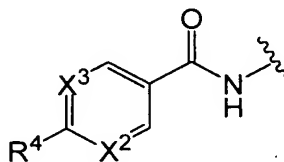
Claim 15. (previously submitted) A compound according to Claim 1, wherein Y is $C(R^{10})(R^{11})$.

Claim 16. (previously submitted) A compound according to Claim 1, wherein Y is CH_2 .

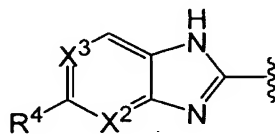
Claim 17. (previously submitted) A compound according to Claim 1, wherein R¹ is:



Claim 18. (previously submitted) A compound according to Claim 1, wherein R¹ is



Claim 19. (previously submitted) A compound according to Claim 1, wherein R¹ is



Claim 20. (previously submitted) A compound according to Claim 1, wherein R⁴ is Br, I, t-butyl, isobutyl, n-butyl, sec-butyl, ethyl, n-propyl or C₁₋₄haloalkyl.